

Supplier Code of Conduct



1. Introduction

Retarus and its affiliated companies are committed to conduct their business in an ethical, legal and socially responsible manner. Retarus provides a safe and ethical working environment for all its employees and partners and ensures that they are treated with respect and dignity.

This Supplier Code of Conduct (“SCOC”) is a binding guideline on ethical, social and legal behavior we expect from our suppliers, consultants, manufacturers, contractors, partners and other third parties as well as their employees, agents and other representatives (“Suppliers”).

This SCOC, in addition to the applicable laws, regulations, provisions and guidelines, specifies the minimum standards expected of all Suppliers. Suppliers shall ensure to apply these minimum standards to their supply chain, in particular to subcontractors and sub-suppliers, in a language they understand. Furthermore, we also encourage Suppliers to strive to live up to both international and industry best practices.

2. Law and Ethical Standards

Suppliers are required to comply with all applicable laws and regulations as well as our SCOC, including when our SCOC sets a higher standard than, but does not conflict with, legal requirements. Supplier shall adhere to the principles of the United Nations Global Compact, the UN Universal Declaration of Human Rights, the UN Principles on Business and Human Rights, the OECD Guidelines for Multinational Enterprises as well as the 1998 International Labor Organization Declaration on Fundamental Principles and Rights at Work, in accordance with national laws and practice, in particular, without limitation, as set forth below.

3. Human Rights and Fair Labor Practices

Supplier shall comply with all applicable local laws and mandatory industry standards regarding minimum wage, working hours, including overtime, rest breaks and paid vacation.

Supplier shall promote an inclusive work environment that values the diversity of its employees. Supplier shall be committed to equal opportunities and not discriminate or tolerate discrimination or harassment with respect to gender, ethnic and national origin, race, color, religion, age, disability, sexual orientation and identity, or any other characteristic protected by law.

Employees of Supplier must be free to join or not to join a union/employee representation of their choice, free from threat or intimidation. Supplier recognizes and respects the right to collective bargaining in accordance with applicable local laws.

Supplier shall not use any form of forced or compulsory labor. Workers must be allowed to maintain control over their identification documents. Supplier shall ensure that workers do not make any payment connected to obtaining or maintaining employment. Punishment, mental and/or physical coercion and any form of human trafficking are prohibited. Disciplinary policies and procedures shall be clearly defined and communicated to the workers. Supplier shall not employ children under the legal age of employment in any country or local jurisdiction, and in no event younger than 15 years, in accordance with applicable requirements regarding working hours, education and training.

4. Health & Safety

We expect Suppliers to implement occupational health and safety management at a high level appropriate for Supplier’s business. Supplier shall comply with applicable occupational health and safety regulations and provide a work environment that is safe and conducive to good health and safety of employees,

safeguards third parties and prevents accidents, injuries and work-related illnesses. This includes regular workplace risk assessments and the implementation of adequate hazard control and precautionary measures. Employees are to be adequately educated and trained in health and safety issues in a language they understand.

5. Data Protection, Information Security, and Disclosure of Information

Supplier shall adhere to applicable data protection laws, e.g. GDPR, in particular with regard to personal data of customers, consumers, and employees. Supplier shall comply with all statutory and contractual requirements on data protection and information security when data is collected, recorded, hosted, processed, transmitted, used or erased. Supplier shall not disclose any data and information which has been gained through the business relationship or affiliation with Retarus that is not known to the general public

In particular, Supplier acknowledges the obligation to protect the confidentiality, integrity and availability of information and data made available to Supplier. Supplier must handle and safeguard Retarus' information and data, especially business / trade secrets and intellectual property regardless of their commercial value, with utmost care, use it only for the purpose it was provided, and protect it from disclosure and other infringements.

6. Bribery and Corruption, Money Laundering

Retarus firmly rejects any and all forms of corrupt behavior. Supplier must comply with all applicable national and international anti-corruption laws and regulations. Supplier must not participate in extortion, bribes, kickbacks and facilitation payments of any kind, whether in dealings with public officials or individuals in the private sector and shall not (neither directly nor indirectly) offer, provide or accept anything of value to improperly influence an official act or to secure an improper advantage in order to obtain or retain business.

Retarus does not condone any form of fraud or asset-damaging offences including but not limited to embezzlement, theft, or tax evasion, regardless of whether Retarus or third-party assets are affected. Retarus expects Suppliers to take all necessary measures, including, without limitation, maintaining policies and procedures to prevent money-laundering activities within their sphere of influence, and ensure compliance with applicable laws and regulations designed to combat money laundering activities. Supplier shall maintain financial records and reports according to applicable laws and regulations to demonstrate compliance.

7. Trade Regulation & Free Competition

Supplier shall comply with all applicable competition, anti-trust, export control, trade law, sanctions and customs laws and regulations, including prohibitions & restrictions. Supplier represents, that its beneficial owner(s), personnel, agents and any other subcontractors, consultants or suppliers used by the Supplier are not listed on any applicable denied party sanctions lists.

8. Conflicts of Interest

A conflict of interest is any personal or financial interest, any business or personal activity or relationship, prior or current employment, or any obligation that may interfere with the ability to objectively perform job duties and responsibilities or impair independence and objectivity. Such conflict of interest situations include critical relationships such as a relationship by blood or marriage, partnership, participation or an investment in business partners or competitors. Supplier shall immediately disclose any actual or potential conflict of interest related to its activities with Retarus.

9. Environment

As it is Retarus' goal to minimize the environmental impact of our business activities, we support and prefer IT systems and solutions that help to reduce environmental impact. Supplier shall comply with all applicable environmental laws, regulations and standards as well as implement an effective system to identify and eliminate potential hazards to the environment. We expect Suppliers to take the environmental impact into consideration in their operations, for example by setting and monitoring climate protection goals for themselves and report relevant data on environmental and climate protection upon request.

Supplier shall comply with all applicable laws and resulting due diligence obligations with respect to the sourcing of minerals and materials from conflict affected regions and high-risk areas, which may contribute to human rights abuses, corruption, the financing of armed groups or similar negative effects.

10. Business Continuity Planning

Supplier shall be prepared for any disruptions of its business (e.g. natural disasters, terrorism, supply chain disruptions, communicable disease outbreaks, epidemics or pandemics, information security issues, cyber-attacks). This preparedness includes business continuity plans that protect customers, employees as well as the environment from the effects of possible serious disruptions that may arise within the domain of Supplier's operations.

11. Implementation of the SCOC

Retarus reserves the right to monitor, review and verify Supplier's compliance with the requirements of this SCOC, e.g. through self-assessments and audits either by Retarus or a third party. Therefore, Supplier has to maintain documentation necessary to demonstrate compliance with this SCOC.

Supplier is encouraged to strive for continuous improvement, such as setting measurable targets on reducing environmental impact, enhancing working conditions or diversity, and reporting on progress for sustainability.

This SCOC reflect Retarus' values and commitment to its customers, the communities which we serve and the protection of the environment. Without prejudice to any other contractual remedies, in case of any uncured failure to comply with the requirements of this SCOC Retarus reserves the right to terminate the business relationship with Supplier for cause and with immediate effect.